



**FOREIGN LIMITED PARTNERSHIP/FOREIGN LIMITED
LIABILITY LIMITED PARTNERSHIP CERTIFICATE OF
AUTHORITY APPLICATION**
SECRETARY OF STATE
SFN 7936W (7936 + 7974) (06-2006)

SEE REVERSE SIDE FOR FEES, FILING AND MAILING

FOR OFFICE USE ONLY

ID Number:	
WO Number:	
Filed:	By:

1.A. The application MUST be accompanied by ALL of the following:

- Filing fee of \$100
- Current certificate verifying identity, existence, and status of a foreign limited partnership or foreign limited liability limited partnership certified by the government officer of the state or country under the laws of which it is organized
- Signed Consent of Registered Agent and fee of \$10

B. The following MAY be required:

- Signed consent to use of name and fee of \$10
- Fictitious Name Certificate and fee of \$25
- Fees and registrations to register general partners (SEE INSTRUCTION 14)

TYPE OR PRINT LEGIBLY

Provisions regarding foreign certificate of authority are found in North Dakota Century Code, Section 45-10.2-79.

2. This application applies to (check the <input type="checkbox"/> that defines the type of partnership)			
<input type="checkbox"/> limited partnership		<input type="checkbox"/> limited liability limited partnership	
3. Name of the limited partnership or limited liability limited partnership <u>EXACTLY as it appears</u> on certificate from state of origin:			4. Federal ID #:
5. If applicable, provide the fictitious name and complete the Partnership Fictitious Name Certificate form if the selected fictitious name is not already registered in North Dakota. Only provide the fictitious name in this line if: a) The limited partnership or foreign limited liability limited partnership name is not in the form as required of limited partnerships or foreign limited liability limited partnerships in North Dakota. b) The Secretary of State has notified the limited partnership or foreign limited liability limited partnership that its name is the same as or deceptively similar to a name already registered, and the limited partnership or foreign limited liability limited partnership is unable to obtain consent to use of name from the previous filer or a certified copy of a final decree of a court of competent jurisdiction establishing prior right of this limited partnership or foreign limited liability limited partnership to use of the name in North Dakota. c) The limited partnership or foreign limited liability limited partnership does not wish to use or protect its name in North Dakota and chooses to use a name other than its limited partnership or foreign limited liability limited partnership name.			
6. State or Country of Origin:		7. Telephone #:	8. Toll-free telephone #:
9. Nature of business or activities the limited partnership or limited liability limited partnership intends to conduct in North Dakota:			
10. Name of required registered agent <u>in North Dakota</u> : (SEE INSTRUCTION 10)			11. Social Security/Federal ID # of registered agent:
12. Complete address of registered agent <u>in North Dakota</u> which may not only be a post office box: (Street/RR, PO Box if applicable, City, State, Zip+4)			
13. <u>Complete</u> address of the principal executive office which may not only be a post office box: (Street/RR, PO Box if applicable, City, State, Zip+4)			
14. The general partners, their Social Security/Federal ID #'s, and the addresses of their principal places of business: (If needed, attach a sheet to add names of additional general partners)			
NAME	SOCIAL SECURITY/ FEDERAL ID #	COMPLETE ADDRESS	
	Street/RR	PO Box City State Zip+4	
15. The undersigned, a general partner of the limited partnership or limited liability limited partnership authorized to sign this application, has read the foregoing application, knows the contents thereof, and believes the statements made thereon to be true.			
Signature:			Date:
16. Name of person to contact about this report:		E-Mail Address:	Daytime telephone # and extension, if any:

INSTRUCTIONS FOR FOREIGN LIMITED PARTNERSHIP OR FOREIGN LIMITED LIABILITY LIMITED PARTNERSHIP CERTIFICATE OF AUTHORITY APPLICATION

No foreign limited partnership or foreign limited liability limited partnership (LLLP) may transact business in North Dakota, **OR** obtain any license or permit required by North Dakota law, until a certificate of authority application has been filed with the Secretary of State.

1. A. The application for Certificate of Authority must be accompanied by all of the following before the application can be filed:
 - Filing fee of \$100.
(Checks must be payable to "Secretary of State" and must be for U.S. negotiable funds. Payment may also be made by credit card using Visa, MasterCard, or Discover.)
 - Current certificate verifying identity, existence, and status of a foreign limited partnership or foreign LLLP certified by the government officer of the state or country under the laws of which it is organized. The certificate must have been certified within 90 days of the date of application.
 - Signed Consent of the Registered Agent and fee of \$10.
- B. The application for Certificate of Authority may be required to be accompanied by the following:
 - A signed consent to use of name and fee of \$10 when the limited partnership or foreign limited liability limited partnership is already aware of a conflict with its name.
 - Partnership Fictitious Name Certificate and fee of \$25 when the limited partnership or foreign limited liability limited partnership assumes a name, other than its limited partnership or foreign limited liability limited partnership name, for use in North Dakota.
 - Fees and registrations to register general partners.
2. Indicate whether the application is intended for a limited partnership or a limited liability limited partnership.
3. Provide the correct name of the foreign limited partnership or foreign limited liability limited partnership as authorized in the jurisdiction (state or country) of organization. All punctuation and abbreviations must correspond with those on the certificate of identification, existence and status.
4. To properly maintain records, a limited partnership's or limited liability limited partnership's Federal ID number is required.

Privacy: In compliance with N.D.C.C., Section 45-10.2-113, social security or Federal ID numbers are not disclosed to the public. They are used by the Secretary of State to maintain accurate files. Therefore, while voluntary disclosure is requested, failure to do so will not result in rejection of the application.

5. Provide the fictitious name and the Partnership Fictitious Name Certificate form with \$25 if the limited partnership or LLLP cannot use its name because:
 - a. 1 If a limited partnership, the name is not in the form as required of a limited partnership in North Dakota. The name must be in the English language and may not include the words "corporation", "incorporated", "limited liability company", or "limited liability partnership", or any abbreviation of these words. The name must include the words "limited partnership" or the abbreviation "L.P." or "LP". If a foreign limited partnership's name does not contain these words or one of the abbreviations, the limited partnership must elect one to be used in North Dakota. The application must be rejected if an election is not made and the limited partnership's name in number 3 is not in compliance with this requirement.
 - 2 If an LLLP, the name is not in the form as required of a limited liability limited partnership in North Dakota. The name must be in the English language and may not include the words "corporation", "incorporated", "limited liability company", or "limited liability partnership", or any abbreviation of these words. The name must include the words "limited liability limited partnership" or the abbreviation "L.L.L.P." or "LLLP". If a foreign LLLP's name does not contain these words or one of the abbreviations, the LLLP must elect one to be used in North Dakota. The application must be rejected if an election is not made and the LLLP's name in number 3 is not in compliance with this requirement.
 - b. The North Dakota Secretary of State has notified the limited partnership or LLLP that its name is the same as or deceptively similar to a name already registered and the limited partnership or LLLP is unable to obtain consent to use of name from the previous filer or a certified copy of a final decree of a court of competent jurisdiction establishing prior right of this limited partnership or LLLP to use of the name in North Dakota.

North Dakota law provides that a limited partnership or LLLP name may not be the same as, or deceptively similar to a name previously registered with the Secretary of State. The name may be used if the limited partnership or LLLP obtains a court decree or a signed consent to use of name that is submitted with a fee of \$10. The applicant must draft the consent to use of name since a form for the consent is not prescribed by the Secretary of State. If consent to use of name cannot be obtained, a fictitious name (dba) must be elected.

 - c. The limited partnership or LLLP does not wish to use or protect its name in North Dakota and chooses to use a fictitious name instead.

Fictitious Names: A limited partnership or LLLP may choose to use a fictitious name (dba) in addition to its limited partnership or LLLP name in North Dakota. The fictitious name must be registered with the Secretary of State. However, the fictitious name should not be provided in number 5 of this application. Instead, complete and attach the Partnership Fictitious Name Certificate and fee of \$25 for each assumed name. Contact the Secretary of State's office for the Partnership Fictitious Name Certificate form.

6. Identify the state or country of organization.
7. The telephone number of the limited partnership's or the LLLP's principal place of business is required.
8. Provide a toll-free telephone number if the limited partnership or LLLP has one.
9. Give a brief explanation of the purposes or nature of business the limited partnership or LLLP intends to transact in North Dakota. The purpose must be specific. "General Business" is not acceptable.
10. A limited partnership or LLLP must continuously maintain a registered agent and the address of the agent in North Dakota. Provide the name of the individual North Dakota resident, or domestic or foreign corporation, or domestic or foreign limited liability company appointed to serve as registered agent in North Dakota. A corporation or limited liability company appointed to serve as registered agent must be registered and in good standing with the North Dakota Secretary of State. If a corporation or limited liability company is being named as registered agent, provide the "correct" corporate or limited liability company name. A limited partnership or LLLP cannot serve as its own registered agent.
11. To properly identify registered agents, the Federal ID number or social security number of the registered agent is required. (For **Privacy** statement see number 4.)
12. Provide the complete address in North Dakota of the registered agent. This address cannot only be a post office box number. It must include a street or rural address.
In this section, as well as all other sections requiring addresses on this registration, an address must include a street address or rural address, a post office box number if necessary for mailing purposes, in addition to the city, state, and zip code plus 4-digit extension.
13. A complete address of the principal executive office of the limited partnership or LLLP, wherever located, is required. (See definition of "complete address" in number 12.)
14. Provide names of all general partners, their social security or Federal ID numbers, and addresses of their principal places of business. (See definition of "complete address" in number 12.) If adequate space is not provided to list all the general partners, attach an additional schedule listing all other general partners. (For **Privacy** statement, see number 4.)

(continued)

INSTRUCTIONS FOR FOREIGN LIMITED PARTNERSHIP OR FOREIGN LIMITED LIABILITY LIMITED PARTNERSHIP CERTIFICATE OF AUTHORITY APPLICATION (CONTINUED)

If any general partner is a corporation, a limited liability or professional limited liability partnership, or a limited liability company organized under laws other than those of North Dakota, the general partners must obtain a Certificate of Authority to transact business in North Dakota. The Certificate of Authority for a general partner must be filed before the foreign limited partnership or LLLP may file the certificate of authority application. Contact the Business Division of the Secretary of State's Office to obtain forms for a Certificate of Authority.

If any general partner is another limited partnership or LLLP, the general partner must file a certificate of authority application and Fictitious Name Certificate, if applicable. Contact the Business Division of the Secretary of State's Office for forms.

If any general partnership is a general partner, the general partner must file a Fictitious Name Certificate, if applicable.

The name and principal place of business for each general partner, if another entity, listed on this application must be exactly as separately registered with the Secretary of State. Any name change or change of principal address required for the separate registration of the general partner will require a simultaneous change to the Foreign Limited Partnership or LLLP authority.

15. The application must be dated and signed by at least one general partner.
16. Provide the name, email address and daytime telephone number of the person to contact for any issues related to this application.

ASSISTANCE: If assistance is required to complete the application, call 701-328-2904.

EXPEDITING PROCESS: Be sure to complete item 16. If documents are submitted by someone other than the limited partnership or LLLP, provide a cover letter with the name and telephone number of the responsible individual so that any deficiencies can be remedied by telephone.

ANNUAL REPORTS: An annual report is required starting in the year following that in which the application is filed. An annual report of a foreign limited partnership or LLLP is due on April 1st. The annual report form is mailed to the registered agent.

AMENDMENTS: If any statement in the application is false when made or any arrangements or other facts described change, making the application inaccurate in any respect, the foreign limited partnership or LLLP shall promptly file with the Secretary of State an application for Amended authority of Foreign Limited Partnership or Foreign Limited Liability Limited Partnership. (See North Dakota Century Code, Section 45-10.2-81)

CHANGE OF REGISTERED AGENT: A foreign limited partnership or LLLP may change the name or address of the registered agent by filing the Registered Agent/Office Statement of Change. Contact the Secretary of State if this form is required. If an application for Amended Authority is being filed for some other reason, the name or address of a registered agent may be changed within that amendment.

FAX FILING: The documents and Credit Card Payment Authorization may be faxed to 701-328-2992. A faxed filing does not expedite the process of the application in the office of the Secretary of State.

EMAIL: Email is not a secure utility for the transmission of private information or credit card authorizations. **DO NOT EMAIL YOUR DOCUMENT TO THE SECRETARY OF STATE.**

MAILING INSTRUCTIONS: Send documents and filing fees to:

Secretary of State
State of North Dakota
600 E Boulevard Ave Dept 108
Bismarck ND 58505-0500

Telephone: 701-328-4284 Toll Free: 800-352-0867 (8-4284) Fax: 701-328-2992 Home Page: www.nd.gov/sos



CREDIT CARD PAYMENT AUTHORIZATION SECRETARY OF STATE SFN 51478 (06-03)

(All items required to complete transaction)

Name:			
Address:		City:	State: Zip Code:
<input type="checkbox"/> VISA <input type="checkbox"/> Master Card <input type="checkbox"/> Discover		Signature: (Required by credit card companies)	
Account Number:	V #	Card Expires: Month Year	Date:
<div style="border-bottom: 1px solid black; width: 100%; height: 20px;"></div>	<div style="border-bottom: 1px solid black; width: 100%; height: 20px;"></div>	<div style="border-bottom: 1px solid black; width: 100%; height: 20px;"></div>	<div style="border-bottom: 1px solid black; width: 100%; height: 20px;"></div>



**REGISTERED AGENT
CONSENT TO SERVE**
SECRETARY OF STATE
SFN 7974 (06-2006)

FOR OFFICE USE ONLY

ID#:	
WO#:	
Filed:	By:

SEE REVERSE SIDE FOR FILING AND MAILING INSTRUCTIONS

1. FILING FEE: \$10.00

TYPE OR PRINT LEGIBLY

2. Name of the organization for which the registered agent is to serve (corporation, limited liability company, limited liability partnership, limited partnership, limited liability limited partnership or real estate investment trust):

3. Name of the registered agent:

4. Registered agent is (Check one)

- ☐ An individual North Dakota resident
☐ A corporation
☐ A limited liability company
☐ A limited liability partnership

5. Federal ID # or social security # of registered agent:

6. According to state law, the newly appointed registered agent must sign a statement of consent to serve in that capacity (see instruction number 6 for authorized signers).

"The undersigned, as the newly appointed registered agent for the organization named in number 2, consents to act as the registered agent for this organization until a change or resignation is submitted to the Secretary of State according to the provisions of North Dakota state law."

Signature of Registered Agent:

Date:

INSTRUCTIONS FOR REGISTERED AGENT CONSENT TO SERVE

The following organizations must continuously maintain a registered agent on file with the Secretary of State.

- a) Domestic and foreign business corporations
- b) Domestic and foreign nonprofit corporations
- c) Domestic and foreign professional corporations
- d) Domestic farm corporations
- e) Domestic farm limited liability companies
- f) Domestic and foreign limited liability companies
- g) Domestic and foreign professional limited liability companies
- h) Domestic and foreign limited liability partnerships
- i) Domestic and foreign limited partnerships
- j) Domestic and foreign limited liability limited partnerships
- k) Real estate investment trusts

A consent signed by the appointed registered agent is required with the appointment.

The following numbers correspond to the numbered sections on the front of this form.

1. **FILING FEE: \$10.00.** This fee is in addition to that required for the documents in which the registered agent appointment is included. (Checks must be payable to "Secretary of State" and must be for U.S. negotiable funds. Payment may also be made by credit card using VISA, Master Card, or Discover).
2. Provide the correct name of the organization for which the appointed registered agent is to serve. (Punctuation and abbreviations must be consistent with the correct organization name.)
3. Provide the name of the registered agent. The format of the name must be consistent with that on the documents on which the appointment of the registered agent is declared. If a corporation, limited liability company, or limited liability partnership is named as the registered agent, provide the organization's correct name. (Punctuation and abbreviations must be consistent with the correct organization name.)
4. Indicate the appropriate status of the registered agent. **An individual residing in North Dakota** may serve as registered agent for any organization, **or another organization** may serve as registered agent. However, an organization **may not serve itself as its own registered agent**. A corporation or limited liability company may serve as the registered agent for another corporation, a limited liability company, a limited liability partnership, a limited partnership, a limited liability limited partnership, or a real estate investment trust. A limited liability company may serve as the registered agent for another limited liability company, a corporation, a limited liability partnership, a limited partnership, a limited liability limited partnership, or a real estate investment trust. A limited liability partnership **may only** serve as the registered agent for another limited liability partnership.
5. As applicable, insert the social security number or the Federal ID number.

Privacy: In compliance with North Dakota laws, the numbers are not disclosed to the public. The numbers are used by the Secretary of State to maintain accurate files. Therefore, while voluntary disclosure is requested, failure to do so will not result in the rejection of the Consent to Serve.
6. Whether an individual or an organization, the newly appointed registered agent named in number 2 must sign this consent. If the newly appointed agent is a corporation, limited liability company, or a limited liability partnership, the consent may be signed by an officer, a manager, a partner, or other individual authorized by the organization that is named as the newly appointed registered agent.

ASSISTANCE: If assistance is required to complete the form, contact the Secretary of State.

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State of North Dakota
600 E Boulevard Ave Dept 108
Bismarck ND 58505-0500

Telephone: 701-328-4284 Toll Free: 800-352-0867 (8-4284) Fax: 701-328-2992 Home Page: www.nd.gov/sos

(All items required to complete transaction)

Name:									
Address:					City:			State:	Zip Code:
<input type="checkbox"/> VISA <input type="checkbox"/> Master Card <input type="checkbox"/> Discover					Signature: (Required by credit card companies) Date:				
Account Number: 									